

EXHIBIT 2

English Affidavit

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**AFFIDAVIT OF MICHAEL G. ENGLISH IN SUPPORT OF THE DEBTORS' MOTION
FOR ENTRY OF AN ORDER UNDER BANKRUPTCY CODE SECTION 363 AND
BANKRUPTCY RULE 6004 (I) AUTHORIZING THE DEBTORS TO COMPENSATE
PRICEWATERHOUSECOOPERS, LLP FOR FORECLOSURE REVIEW SERVICES IN
FURTHERANCE OF THE DEBTORS' COMPLIANCE OBLIGATIONS UNDER
FEDERAL RESERVE BOARD CONSENT ORDER AND (II) REAFFIRMING RELIEF
GRANTED IN THE GA SERVICING ORDER**

STATE OF VIRGINIA)
) ss.:
COUNTY OF FAIRFAX)

I, Michael G. English, being duly sworn, hereby depose and say:

1. I am a Partner with PricewaterhouseCoopers LLP (together with its wholly owned subsidiaries, agents, independent contractors and employees, "PwC"), an independent consultant for the Debtors¹ in performing the FRB Foreclosure Review required under the FRB Consent Order (as defined in the *Debtors' Motion for Entry of an Order under Bankruptcy Code Section 363 and Bankruptcy Rule 6004 (i) Authorizing the Debtors to Compensate PricewaterhouseCoopers, LLP for Foreclosure Review Services in Furtherance of the Debtors' Compliance Obligations under Federal Reserve Board Consent Order and (ii) Reaffirming Relief Granted in the GA Servicing Order* (the "**Motion**")). I submit this Affidavit (the

¹ Capitalized terms not otherwise defined herein shall have the definitions ascribed to them in the Motion.
ny-1042008

“**Affidavit**”) on behalf of PwC in support of the Motion. Except as otherwise noted,² I have personal knowledge of the matters set forth herein.

PWC’S ENGAGEMENT AND QUALIFICATIONS

2. PwC is a leading full-service, accounting, consulting and financial services firm with over 75 offices and more than 30,000 employees in the United States. PwC is the United States-based firm of a global network of separate and independent member firms that operate locally in countries around the world. PwC has considerable experience providing accounting, tax, auditing and financial advisory services to businesses in a Chapter 11 environment, and has been employed in numerous nationally prominent cases under the Bankruptcy Code, including the Chapter 11 cases of: Adelphia Communications Corp.; Blockbuster, Inc.; Calpine Corporation; Dana Corporation; Delphi Corporation; Distributor Holdings LLC (f/k/a Archbrook Laguna Holdings LLC); Eastman Kodak Company; General Growth Properties, Inc.; the Great Atlantic & Pacific Tea Company, Inc.; Lehman Bros. Holdings Inc.; Lyondell Chemical Company; Petra Fund REIT Corp.; RHI Entertainment, Inc.; Sbarro, Inc.; Young Broadcasting Inc.; and many others.

3. PwC is well qualified to assist the Debtors in the completion of the FRB Foreclosure Review requirements. Since prior to the Petition Date, PwC has acted as the primary independent consultant to the Debtors for the FRB Foreclosure Review, gaining considerable experience with the Debtors’ business activities and working closely with the Debtors’ management, internal staff and other professionals. Pursuant to the FRB Engagement Letter between PwC and the Debtors, the Debtors hired PwC to provide services required to

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at PwC and are based on information provided by them.

comply with the FRB Foreclosure Review. PwC has extensive experience and knowledge in performing these services and is widely recognized for its experience and expertise in the provision of such services to large and complex business entities.

4. It is anticipated that PwC will continue to provide FRB Foreclosure Review consulting services during the Debtors' Chapter 11 cases, in accordance with the FRB Engagement Letter.³ PwC's services in connection with the FRB Foreclosure Review do not duplicate the services provided to or on behalf of the Debtors by any of the Debtors' other professionals.

5. PwC has begun to undertake and expects to continue to undertake a number of FRB Foreclosure Review services, including: (i) working with the Consent Order Regulators to plan and develop procedures for conducting the FRB Foreclosure Review; (ii) identifying loan populations for review based on the procedures developed with the Consent Order Regulators; (iii) monitoring a borrower outreach complaint process; (iv) reviewing loans for missing documentation or other issues; (v) developing a recommended remediation in the event that PwC identifies errors and, (vi) delivering the Foreclosure Review Report.

6. Since PwC's appointment to provide FRB Foreclosure Review services, PwC has coordinated on the planning and scoping (including approach, segments, testing requirements, and complaint process) of foreclosure review procedures with the Consent Order Regulators. The application of these procedures is based upon evolving guidance from the Consent Order Regulators and information provided to the Consent Order Regulators as part of their ongoing

³ PwC also entered into an engagement letter with the Debtors pursuant to which PwC reissued the Debtors' consolidated statements of income and cash flows for the year ended December 31, 2009, which may be included in offering documents by the Debtors' stalking horse bidder, Nationstar Mortgage LLC ("**Nationstar**"). However, Nationstar will be responsible for payment for services related to this engagement. This work was completed in July of 2012 by a team of PwC employees different from those employees on PwC's Foreclosure Review team and the PwC Nationstar Team.

review and monitoring of PwC's procedures and findings. PwC provides ongoing weekly status reports, responds to the Consent Order Regulators requests and allows periodic reviews of PwC procedures and findings by the Consent Order Regulators. PwC also complies with any mandates by the Consent Order Regulators to perform additional monitoring of activities, ongoing coordination with the broader independent consultant group, including the Law Firms, to respond to Consent Order Regulators' requests and promote consistency, as well as facilitate multiple stakeholder review, including development of database tools.

7. Through this coordinated effort with the Consent Order Regulators, PwC has developed procedures to identify the loan population (232,000 loans), as well as loans for identified risk segments (20 risk segments), and continues to perform certain data analytics and limited data validation procedures to ensure data integrity and quality in the FRB Foreclosure Review process. PwC's sampling approach (over 5,000 loans and over 12,000 borrower outreach complaint samples) and execution of their review and identification for missing documentation or other issues are monitored by the Regulators. PwC procedures require coordination with independent counsel to ensure the development and application of these procedures address the Debtors' compliance with federal and state laws, as required by the FRB Consent Order. In this regard, review of each loan file requires responses to various questions per loan to determine compliance with applicable state and federal laws, as well as the numerous government and non-government modification programs, as required by the FRB Consent Order.

8. PwC has also developed certain monitoring procedures associated with the borrower outreach complaint process as required by the FRB Consent Order. PwC logs any missing documents and tracks open follow-up items to facilitate the management of the FRB Foreclosure Review and coordinates any issues with the Debtors. PwC also provides

remediation recommendations to the Debtors based upon proscribed remediation matrix guidelines based upon Consent Order Regulator determined remediation framework and/or legal assessment by independent counsel of errors identified during the FRB Foreclosure Review. All of these services will culminate with the Foreclosure Review Report to the Debtors that will be shared with the Consent Order Regulators.

INDEMNIFICATION

9. As part of the overall compensation payable to PwC under the terms of the FRB Engagement Letter, the Debtors have agreed to indemnify and hold PwC and the Beneficiaries (as defined in the FRB Engagement Letter) harmless from and against any and all third party claims, losses, liabilities and damages arising from or relating to the services or deliverables to be provided under the FRB Engagement Letter, except to the extent finally determined to have resulted from PwC's gross negligence or intentional misconduct relating to such services and/or deliverables. PwC believes that the indemnification provisions of the FRB Engagement Letter were fully negotiated between the parties at arm's-length and, subject to the limitations and modifications provided for in the Order, are customary and reasonable for engagements of this nature.

DISINTERESTEDNESS AND ELIGIBILITY

10. In connection with the preparation of this Affidavit, PwC conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to PwC. PwC's review, completed under my supervision, consisted of a query of all such parties within an internal computer database containing names of individuals and entities that are present or recent former clients of PwC.

11. Based on the results of its review, PwC has provided and could reasonably be expected to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit 1, attached hereto. PwC's assistance to these parties has been related to providing various accounting, auditing, tax, and/or other consulting services. To the best of my knowledge, information and belief, except as described further below: (a) PwC's services to these parties were and are wholly unrelated to the Debtors, their estates and these Chapter 11 cases; (b) PwC has not provided services to these parties that could impact their rights in these Chapter 11 cases; and (c) PwC's involvement in these Chapter 11 cases does not compromise its ability to continue providing such accounting, auditing, tax and/or consulting services to these entities. With respect to those entities listed on Exhibit 1 attached to the Motion who are PwC clients, only three of those clients accounted for more than 1.0% of PwC's revenues for the fiscal year ended June 30, 2011. However, none of these clients accounted for more than 2.0% of PwC's revenues during the same fiscal year.

12. As specifically set forth below, PwC represents an interested party, Nationstar, in an ongoing matter related to the Debtors and these Chapter 11 cases. Currently, Nationstar has requested assistance from a PwC team (the "**PwC Nationstar Team**") in connection with Nationstar's planned acquisition of certain assets owned by Residential Capital, LLC ("**ResCap**") and certain of its subsidiaries, and Nationstar's planned debt or equity offering ("**Offering**") related to its purchase of some of the assets of ResCap. For the Offering, Nationstar is required to prepare an Offering Memorandum/Prospectus for potential buyers of the Nationstar issued debt/equity, that includes, *inter alia*, pro forma information showing the impact on Nationstar of the acquisition of ResCap's servicing platform (for example, combining the balance sheet of Nationstar with the acquired assets as of March 31, 2012).

13. The PwC Nationstar Team will help Nationstar interpret the relevant SEC guidance that sets out how such pro forma information should be presented as well as assist with compiling the pro forma information by helping prepare the underlying schedules, disclosures and calculations that support the pro forma information required in the combined balance sheet. Other assistance will include estimating the preliminary value of acquired intangible assets and responding to ad-hoc queries on accounting and reporting issues that Nationstar faces to help them meet their ongoing SEC reporting requirements.

14. While performing this work, the PwC Nationstar Team will not be interacting directly with employees of ResCap and, instead, all PwC Nationstar Team services will be conducted through Nationstar and its indirect majority shareholders, investment funds managed by affiliates of Fortress Investment Group, LLC (for example, all email correspondence with ResCap will be from Nationstar, not PwC). The PwC Nationstar Team will attend, as observers, calls between the Nationstar and employees of ResCap but will not actively participate in such calls. These conversations would be unrelated to PwC's FRB Foreclosure Review work and, instead, would relate to gaining an understanding of ResCap's financial information in connection with the preparation of Nationstar's pro forma financial statements for Nationstar's expected capital raise.

15. The services offered by the PwC Nationstar Team impact Nationstar's ability to provide regulatory filing and financial reporting services associated with its planned acquisition of ResCap's assets. The members of the PwC Nationstar team consist of professionals who are different than those providing services on behalf of the Debtors. No confidential, non-public information has been or will be shared between these PwC teams. PwC has established a formal screening procedure or "ethical wall" to ensure that there are no communications or exchanges of

information protected as confidential or as client secrets between the PwC professionals that are staffed on the aforementioned projects. The services provided by the PwC Nationstar Team will not impact the planned acquisitions of certain assets owned by the Debtors or the FRB Foreclosure Review services described within the Motion.

16. Further, as part of its diverse practice, PwC appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' Chapter 11 cases. Also, PwC has performed in the past, and may perform in the future, accounting, audit, tax and/or consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. In addition, PwC has in the past, may currently and will likely in the future be working with or against other professionals involved in these Chapter 11 cases in matters unrelated to the Debtors and these Chapter 11 cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships creates interests materially adverse to the Debtors in matters upon which PwC is to be employed, and none is in connection with these Chapter 11 cases.

17. PwC does not believe that it is a "creditor" with respect to fees and expenses of any of the Debtors within the meaning of section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the PwC engagement team serving the Debtors, to the best of my knowledge, is a holder of any of the Debtors' outstanding debt instruments.

18. As such, to the best of my knowledge, PwC is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that PwC:

- (a) is not a creditor, equity security holder or insider of the Debtors;
- (b) is not and was not an investment banker for any outstanding security of the Debtors;
- (c) has not been, within three years before the date of the filing of the Debtors' Chapter 11 petitions, (i) an investment banker for a security of the Debtors or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and
- (d) was not, within two years before the date of filing of the Debtors' Chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

19. In addition, to the best of my knowledge and based upon the results of the relationship search described above and disclosed herein, PwC neither holds nor represents an interest adverse to the Debtors within the meaning of section 327(a) of the Bankruptcy Code.

20. To the best of my knowledge, after a search of PwC's conflicts database, no professional of PwC who will work on this engagement is related or connected to any United States Bankruptcy Judge for the Southern District of New York, any District Judge for the Southern District of New York or any employee of the Office of the United States Trustee for the Southern District of New York.

21. It is PwC's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, PwC will promptly file a supplemental Affidavit, as would be required if PwC was retained under Bankruptcy Code section 327.

PROFESSIONAL COMPENSATION

22. PwC has agreed to provide FRB Foreclosure Review consulting services under the terms of the FRB Engagement Letter. Subject to Court approval, PwC will seek payment for

compensation for its services as described in the Motion and the FRB Engagement Letter on an hourly basis, plus reimbursement of actual and necessary expenses incurred by PwC, which include among other things, telephone and other charges, mail and express mail charges, travel expenses, expenses for “working meals” and computerized research, as well as non-ordinary costs such as secretarial, other overtime, and gross-up tax reimbursement. The hourly rates outlined in the Motion are PwC’s customary hourly rates for the work of its professionals as set forth in the FRB Engagement Letter and customary in this marketplace for similar Chapter 11 cases. These hourly rates reflect PwC’s customary billing practices for engagements of this complexity and magnitude and as charged in bankruptcy and non-bankruptcy matters to PwC’s clients for similar services. PwC believes the hourly rates are reasonable and necessary and do not exceed the reasonable value of the services being rendered on behalf of the Debtors. These hourly rates are adjusted annually. PwC will provide notice of any changes to its hourly rates within ten (10) business days thereof to the U.S. Trustee and any statutory committee appointed in these Chapter 11 cases.

23. The PwC professionals providing services to the Debtors will consult with internal PwC bankruptcy retention and billing advisors to ensure compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and orders of the Court, as well as to decrease the overall fees associated with the bankruptcy-related administrative aspects, if any, of PwC’s FRB Engagement Letter. The services provided by these bankruptcy retention and billing advisors shall include, but are not limited to: (a) assistance with preparation of the bankruptcy retention documents and (b) assistance with the

disinterestedness disclosures.⁴

24. It is my understanding that because PwC is not being retained under Bankruptcy Code section 327, PwC is not subject to the detailed timekeeping and fee application requirements set forth in Bankruptcy Code sections 330 and 331. Accordingly, PwC requests that the Court allow PwC to continue to transmit weekly fee statements to the Debtors for payment in accordance with prepetition practices. However, in the interest of disclosure, PwC proposes to contemporaneously provide the weekly fee statements to the Committee and the United States Trustee, providing each of these parties twenty (20) days to object to the fees described in the weekly statement. PwC further requests that the Court permit payment of the weekly fee statements by the Debtors in the ordinary course, upon expiration of the twenty (20) day objection period. To the extent that an objection is raised by the Committee or the United States Trustee, PwC would consent to have the disputed amounts withheld by the Debtors until resolution of the dispute by this Court.

25. According to PwC's books and records, in total, prior to the Petition Date, PwC received \$51,658,206 from the Debtors for FRB Foreclosure Review services, including, \$47,974,965 in fees (inclusive of the \$10 million retainer) and \$3,683,241 in expenses. Additionally, during the ninety day period prior to the Petition Date, PwC received \$38,442,537 from the Debtors for professional services performed and expenses incurred, as described below:

⁴ The rate per hour for these PwC bankruptcy retention and billing advisors by level of experience will be as follows: Partner: \$790; Director: \$550; Manager: \$400; Senior Associate: \$290; Associate: \$225 and Paraprofessional: \$150. These rates also are subject to periodic adjustments.

Invoice Date	Date (s) of Service Covered by Invoice	Invoice Amount	Payment Date	Payment Amount
1/12/2012	12/12/11-1/2/12	\$ 2,162,911	3/23/2012	\$ 2,162,911
1/27/2012	1/3/12-1/15/12	\$ 2,153,783	3/23/2012	\$ 2,153,783
2/14/2012	1/16/12-1/29/12 ⁵	\$ 2,542,405	3/16/2012	\$ 1,540,035
3/08/2012	1/30/12-2/12/12	\$ 3,120,034	3/23/2012	\$ 3,120,034
3/08/2012	2/13/12-2/26/12	\$ 3,429,130	3/23/2012	\$ 3,429,130
3/15/2012	Retainer	\$ 10,000,000	4/27/2012	\$ 10,000,000
4/02/2012	2/27/12-3/11/12	\$ 4,956,905	4/20/2012	\$ 4,956,905
4/18/2012	3/12/12-4/1/12	\$ 3,408,793	4/20/2012	\$ 3,408,793
4/18/2012	4/2/12-4/15/12	\$ 3,194,912	4/20/2012	\$ 3,194,912
4/25/2012	4/16/12-4/22/12	\$ 1,512,461	4/30/2012	\$ 1,512,461
5/03/2012	4/23/12-4/29/12	\$ 1,550,962	5/17/2012	\$ 1,550,962
5/10/2012	4/30/12-5/6/12	\$ 1,412,611	5/11/2012	\$ 1,412,611
Total		\$ 39,444,908		\$ 38,442,537


26. PwC is not owed any fees or expenses in connection with prepetition services provided to the Debtors. Further, on April 27, 2012, PwC received a \$10,000,000 retainer pursuant to the FRB Engagement Letter, of which \$8,640,186 remained unapplied as of the Petition Date. These unapplied advance payments will be applied towards postpetition fees and expenses incurred by PwC during the Debtors' Chapter 11 cases.

27. To the best of my knowledge, (a) no commitments have been made or received by PwC with respect to compensation or payment in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code and (b) PwC has no agreement with any other entity to share with such entity any compensation received by PwC in connection with these Chapter 11 cases.

⁵ PwC received a duplicate payment for the November 2011 (2nd half) on January 17, 2012. This amount, \$1,002,371, was applied towards the January 2012 (2nd half) invoice.


I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 5th day of September 2012.



Michael G. English

SUBSCRIBED AND SWORN TO BEFORE ME this 5 day of Sept. 2012.



Notary Public

My Commission Expires:

02/28/15

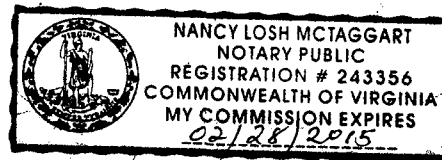


EXHIBIT 1

PwC Relationships

PWC RELATIONSHIPS, KNOWN AS OF SEPTEMBER 4, 2012

PwC or its affiliates currently perform, or have previously performed, services in matters unrelated to these chapter 11 bankruptcy cases for the following individuals or entities or have other relationships with such entities, such as banking relationships:

(Attached as table, with the subtitles referring to the categories used by the Debtors)

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad
Financiera de Objeto Multiple
GMAC Residential Funding of Canada
Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL
GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited
MCA Finance Limited
National Guarantee plc
Private Label Group Limited
Private Label Mortgage Services Limited

Parties to Funding Agreements

Ally Financial Inc (f/k/a GMAC Inc.)
Barclays Bank PLC
Citibank, N.A.
Wells Fargo Bank, N.A.
BMMZ Holdings LLC
US Bank National Association
Deutsche Bank Trust Company Americas

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays
Capital - London

Bank of Nova Scotia/CDS
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon
Brothers
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
Paulson & Co. Inc.
Penson Financial Services, Inc./Ridge.
Pershing LLC
Pentwater Capital Management
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC
Scottrade, Inc.
Security Investors LLC
Silver Point Capital, L.P.

Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.
TD Ameritrade Clearing, Inc.
Timber Hill LLC
UBS Financial Services LLC
UBS Securities LLC
Vanguard Marketing Corporation
Western Asset Management Company

Landlords and Tenants

Avenel Realty Company d / b / a Avenel at
Montgomery Square
Brandywine Cityplace LP
GBM Properties, LLC
National Default Servicing, LLC
Teachers Insurance and Annuity Association
of America c/o Northmarq RES

Parties to Litigation

Acacia Life Insurance Company
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New
York, Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Assured Guaranty Municipal Corp.
Columbus Life Insurance Company
DG Holding Trust
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency
Financial Guaranty Insurance Company
First Colonial Insurance Company
Fort Washington Investment Advisors, Inc.
HSH Nordbank AG
HSH Nordbank AG, Luxembourg Branch
HSH Nordbank AG, New York Branch
HSH Nordbank Securities S.A.
Huntington Bancshares Inc.
IKB Deutsche Industriebank AG
Integrity Life Insurance Company
Kennett Capital, Inc.
Massachusetts Mutual Life Insurance

Company
MBIA Insurance Corporation
National Credit Union Administration Board
National Integrity Life Insurance Company
Rio Debt Holdings (Ireland) Limited
State of Ohio
Stichting Pensioenfond ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
The Western and Southern Life Insurance
Company
Thrivent Balanced Fund
Thrivent Balanced Portfolio
Thrivent Bond Index Portfolio
Thrivent Core Bond Fund
Thrivent Financial for Lutherans
Thrivent Income Fund
Thrivent Limited Maturity Bond Fund
Thrivent Limited Maturity Bond Portfolio
Western-Southern Life Assurance Company

Depositing Banks

Ally Bank
Bank of America, N.A.
Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association

Consultants & Professionals

Barclays Bank PLC
Deloitte & Touche
Evercore
Fortress Investment Group, LLC
FTI Consulting, Inc.
Kirkland & Ellis LLP
Kurtzman Carson Consultants LLC
Mayer Brown LLP
Mercer
Nationstar Mortgage, LLC
Sidley Austin LLP
Skadden, Arps, Slate, Meagher & Flom LLP
Kramer Levin Naftallis & Frankel LLP
AlixPartners LLP

Chadbourne & Parke
Mesirow Financial Consulting, LLC
Moelis

HELOC Investors

Aurora Loan Services LLC
Deutsche Bank National Trust Co.
Everbank
JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon
Us Bank, N.A.
Wells Fargo Bank, N.A.

Government Entities and GSEs

Federal Home Loan Mortgage Corporation
(Freddie Mac)
Federal National Mortgage Association
(Fannie Mae)
Government National Mortgage Association
(Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency

Mortgage and Monoline Insurers

The ACE Group
Ambac
Assured Guaranty Corp.
FGIC
Financial Security Assurance Inc
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.
Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company
United Guaranty Residential Insurance
Company

Trustees

Bank One, National Association
BNY Midwest Trust Company
Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association

JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

Other Counterparties to Servicing

Agreements

50 BY 50, LLC
ABN AMRO Mortgage Group, Inc.
Access National Mortgage Corporation
Ace Home Equity Loan Trust, Series 2007-
SL3
ACE Securities Corp.
Aegis Mortgage Corporation
Aegon USA Realty Advisors
Alliance Bancorp
Ally Bank
Ally Financial Inc.
Ally Investment Management LLC
American Equity Mortgage, Inc.
American Home Mortgage
American Home Mortgage Acceptance, Inc.
American Home Mortgage Servicing, Inc.
Amerquest Mortgage Company
Arbor Commercial Mortgage, LLC
Assured Guaranty Municipal Corp
Aurora Loan Services Inc.
Aurora Loan Services LLC
Banc of America Funding 2005-3 Trust
Banc of America Funding 2005-8 Trust
Banc of America Funding 2006-1 Trust
Banc of America Funding 2006-4 Trust
Banc of America Funding Corporation
Banc of America Mortgage Capital
Corporation
Banco Popular North America
Bank of America, National Association
Bank of Hawaii
Bank Rhode Island
Bank United, FSB
Bear Stearns Asset Backed Securities I, LLC
Bear Stearns Mortgage Capital Corporation

Bear Stearns Second Lien Trust 2007-1
Bear Stearns Second Lien Trust 2007-SV1
BMMZ Holdings LLC
California Banking Association
California Federal Bank, FSB
California Public Employees' Retirement
System
Canada Mortgage Acceptance Corporation
Capitol Federal Savings and Loan Association
CDC Mortgage Capital Inc. (Natixis)
Cenlar FSB
Charter One Bank, FSB
Charter One Bank, N.A.
Chase Manhattan Mortgage Corporation
Chemical Mortgage Company
Citi Financial Mortgage Co., Inc
Citibank (West), FSB
Citigroup Global Markets Realty Corp.
Citigroup Mortgage Loan Trust Inc.
CitiMortgage, Inc.
Citizens Bank of Connecticut
Citizens Bank of Massachusetts
Citizens Bank of Pennsylvania
Citizens Bank, N.A.
Comerica Bank
Community Lending, Incorporated
ComUnity Lending, Incorporated
Copperfield
Countrywide Bank, N.A.
Countrywide Home Loans, Inc.
Credit Suisse First Boston Mortgage
Securities Corp.
CSX
DB Structured Products, Inc.
Deutsche Alt-A Securities, Inc.
Deutsche Bank AG New York Branch
Deutsche Mortgage Securities, Inc.
DLJ Mortgage Acceptance Corp.
Dollar Bank, FSB
Drawbridge Consumer Funding Ltd
E*Trade Bank
E*Trade Mortgage
EMC Mortgage Corporation
EverBank
Federal Home Loan Bank of Atlanta

Federal Trust Bank, FSB
Fifth Third Bank
First Bank Incorporated
First Citizens Bank and Trust Company
First Horizon Home Loan Corporation
First National Bank and Trust Company
First NLC
First Rate Capital Corporation
First Tennessee Bank National Association
First Trust Savings Bank
First Union National Bank
First-Citizens Bank & Trust Company
Fleet National Bank
FNBA
Fortress Credit Corp.
FPA Corporation
Franklin Credit
Goldman Sachs Mortgage Company
Green Tree Servicing LLC
GreenPoint Mortgage Funding Trust 2005-
HE4
GreenPoint Mortgage Funding Trust 2006-
HE1
GreenPoint Mortgage Funding, Inc.
Greenwich Capital Financial Products, Inc.
GS Mortgage Securities Corp.
GSAA Home Equity Trust 2005-9
GSR Mortgage Loan Trust 2006-AR2
Guardian Savings Bank
HarborView Mortgage Loan trust 2004-10
HomeBanc Mortgage
HomEq Servicing Corporation
Horsham Funding Inc.
Hudson City Savings Bank
IMPAC CMB Trust Series 2005-6
IndyMac Bank, FSB (now OneWest Bank,
FSB)
IndyMac MBS, Inc.
ING Bank, FSB
Lehman Brothers Bank, FSB
Lehman Brothers Holdings Inc.
Lehman Capital, a division of Lehman
Brothers Holdings Inc.
Litton Loan Servicing, LP
Los Angeles Federal Savings

Lydian Private Bank
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
Massachusetts Mutual Life Insurance Co.
MB Financial Bank N.A.
Mellon Bank
Merck Sharp & Dohme Federal Credit Union
Meridian Mortgage Corporation
Merrill Lynch Bank & Co.
Merrill Lynch Mortgage Capital Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metropolitan Life Insurance Company
MidFirst Bank
Mint I, LLC
Mint II, LLC
Morgan Stanley Capital I Inc.
Mortgage Asset Securitization Transactions,
Inc.
Mortgage Asset Securitization Trust
MortgageIT Holdings Inc.
MortgageIT Securities Corp.
MortgageIT, Inc
National Bank of Commerce
NETBANK
Network Funding L.P.
New York Life Insurance and Annuity
Corporation
New York Life Insurance Company
Ocwen Loan Servicing, LLC
Option One Mortgage Corporation
Paine Webber Real Estate Securities Inc.
PHH Mortgage
Pinnacle Financial Corporation
PNC Bank, N.A.
Principal Asset Markets, Inc.
Principal Bank
Principal Mutual Life Insurance Company
Private Capital Group
Quaker City Bank
Quicken Loans Inc.
RBS Citizens, National Association
Redwood Trust, Inc.
Ridgewood Savings Bank

Riggs Bank N.A.
Roosevelt Management Company, LLC
Sebring Capital
Security National
Select Portfolio Servicing Inc.
Silvergate Bank
Sovereign Bank, FSB
Specialized Loan Servicing LLC
Stanwich Mortgage Acquisition Company,
LLC
Sterling Savings Bank
Stonebridge Bank
Structured Asset Mortgage Investments II Inc.
Structured Asset Mortgage Investments, Inc.
Structured Asset Securities Corporation
Structured Mortgage Investments II Inc.
Suntrust Asset Funding, LLC
Superior Bank
Susquehanna Bank
Syncora Guarantee Inc.
Taylor, Bean Whitaker
TCF National Bank
The Canada Trust Company
The Chase Manhattan Bank
The Frost National Bank
The New York Mortgage Company, LLC
The Travelers Indemnity Company
UBS Real Estate Securities Inc.
UBS Warburg Real Estate Securities Inc.
UBS Warburg, LLC
Unity Bank
USAA Federal Savings Bank
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities
Corp.
Webster Bank
Wilshire Credit Corporation
Winter Group
Utilities
Abovenet Communications Inc.
AT&T
AT&T Mobility
Center Point Energy
CenturyLink

Cisco Systems Capital Corporation
Comcast
Dish Network
Genesys Conferencing
Intercall
Intervoice Inc.
Level 3 Communications LLC
MediaCom
MidAmerican Energy
Sprint
Time Warner Cable
Verizon
Verizon Business
Verizon California
Verizon Wireless
Waste Management
Xcel Energy

Consolidated Top 50 Creditors

Aegis Usa Inc.
Allstate Insurance
Ambac Assurance Corp
Assured Guaranty Corp.
BNYMellon
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Lehman Brothers Holdings, Inc.
Massachusetts Mutual Life Insurance
Company
MBIA, Inc.
National Credit Union Administration Board
Police and Fire Retirement System of the City
of Detroit
Stichting Pensioenfond ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans
US Bank
Wells Fargo & Company

Wells Fargo Bank N.A
Western & Southern
Members of the Creditors' Committee
Allstate Life Insurance Company
AIG Asset Management (U.S.), LLC
The Bank of New York Mellon Trust
Company, N.A.
Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation
U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC
FIM Holdings LLC
General Motors Company
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey
IB Finance Holding Company, LLC
Moelis & Company
Morrison & Foerster LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case